

SL GREEN REALTY CORP  
 Form 3  
 January 09, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |   |  |  |   |  |
|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>DiLiberto Matthew J.</p> <p>(Last) (First) (Middle)</p> <p>C/O SL GREEN REALTY CORP., 420 LEXINGTON AVENUE</p> <p>(Street)</p> <p>NEW YORK, NY 10170</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SL GREEN REALTY CORP [SLG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>                 (give title below) (specify below)<br/>                 Chief Financial Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                  | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Common Stock  | 718.67   | D   | ^  |
| 6.5% Series I Cumulative Redeemable Preferred Stock | 4,000  | D   | ^  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br><small>(Month/Day/Year)</small> |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|---|--------------------|--|----------------------------------|--|--|---|
|   | Date<br>Exercisable   | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |   |
| LTIP Units                                    | Â <u>(1)(2)(3)</u>  | Â <u>(1)</u>       | Common<br>Stock  | 73,923                           | \$ <u>(1)</u>  | D  | Â   |
| Stock Option (Right to<br>Buy)                | Â <u>(4)</u>  | 12/12/2018         | Common<br>Stock  | 30,000                           | \$ 90.15   | D  | Â   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| DiLiberto Matthew J.<br>C/O SL GREEN REALTY CORP.<br>420 LEXINGTON AVENUE<br>NEW YORK, NY 10170 | Â             | Â         | Â Chief<br>Financial<br>Officer | Â     |

## Signatures

/s/ Matthew J.  
DiLiberto

01/09/2015

\*\*Signature of Reporting  
Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into a Class A Unit of limited partnership interest in SL Green Operating Partnership, L.P. (a "Common Unit"). Each Common Unit acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. LTIP Units are generally not convertible without the consent of the Issuer until two years from the date of the grant. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.

(1) Includes (i) 7,308 LTIP Units granted on or before January 1, 2013, that are vested, (ii) 24,769 LTIP Units granted on or before January 1, 2013, of which 12,384 are vested and the remaining 12,385 will vest on August 31, 2015, subject to continued employment, (iii) 22,033 LTIP Units granted on June 27, 2013, of which 16,033 are vested and the remaining 6,000 will vest on January 1, 2016, subject to continued employment, (iv) 3,605 LTIP Units granted December 17, 2013 that are vested, (v) 2,208 LTIP Units granted October 30, 2014, of which 1,104 are vested and the remaining 1,104 will vest on August 31, 2015, subject to continued employment and (vi) 7,000 LTIP Units granted October 30, 2014, which will vest 50% on January 1, 2017, and 50% on January 1, 2018, subject to continued employment.

(3) Includes 7,000 LTIP Units granted October 30, 2014, which will vest 50% on January 1, 2017, subject to the achievement of certain cumulative performance criteria and continued employment, and 50% on January 1, 2018, subject to the achievement of performance criteria and continued employment.

(4) The option vests in three equal installments with 10,000 options vested as of January 1, 2015, and 10,000 options vesting on each of January 1, 2016 and 2017, subject, in each case, to the reporting person's continued employment through the relevant vesting date.

^

**Remarks:**

See^ Exhibit^ 24^ -^ Power^ of^ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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